

Harlin Dean

From: hd@blockcap.com
Sent: Thursday, February 10, 2022 12:59 PM
To: Kyle Buckett
Cc: Sangeeta Campos Puri
Subject: Resignation
Attachments: Resignation for Good Reason - H Dean 2-10-2022.pdf; Mutual Release dated as of February 28 2022 (H Dean).docx; Employment Agreement - Harlin Dean June 1 2021.pdf

Thanks again for the time today. Attached is my resignation letter, a draft of the release called for by my employment agreement, and a copy of my employment agreement.

I thought it would be helpful to summarize the steps we discussed today.

1. Kyle/Sangeeta to review and sign off on the release, which we can both then execute at any time as it is dated to be effective February 28, 2022.
2. Brett to set up call with Lynn and Patrick Nelson to discuss tax due on vesting of the restricted shares (on February 28 and with respect to the shares vested on the closing of the XPDI transaction).
3. Kyle/Sangeeta/Harlin to confirm with Fidelity (others) whether vested shares stay with Computershare or transition to Fidelity.
4. Harlin to update Fidelity spreadsheet to note vesting of options and restricted shares.
5. Harlin to work with Krista for instructions to Computershare to remove vesting legends on restricted shares.
6. Kyle/Sangeeta to work with TriNet to prepare payment of severance of one-year salary on February 28
7. Core tax group to work with TriNet to coordinate tax calculation and withholding payment related to vesting of restricted shares based on February 28 closing price
8. February 28
 - a. Severance payments and salary through 2/28 paid by TriNet
 - b. Closing price on February 28 determines tax due on vesting of restricted shares
9. March 1
 - a. Core and Harlin calculate (i) tax due on vesting based on 2/28 closing price and (ii) number of shares to be forfeited to cover tax obligation
 - b. Core (Harlin will help draft) sends instruction letter to Computershare to transfer shares from Brett and Harlin to Core to cover tax obligation

Please let me know if you have any questions or comments or I can do anything else to assist.

Thanks and best regards,
Harlin

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Harlin Dean | Chief Legal Officer
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